

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT CORPORATION,	:	
	:	
	:	
Plaintiff,	:	
	:	
v.	:	Civil Action No. 05-499-JJF
	:	
MIKE J. HANSON and ERNIE J. KINDT,	:	
	:	
Defendants.	:	

DECLARATION OF JOHN W. BREWER

JOHN W. BREWER declares as follows:

1. I am a member of the bar of the United States District Court for the Southern District of New York, admitted pro hac vice to the bar of this Court, and Special Counsel with the firm of Fried, Frank, Harris, Shriver & Jacobson LLP, counsel to Magten Asset Management Corporation (“Magten”) in connection with the above captioned action. I submit this declaration (the “Declaration”) in support of the Opposition of Magten to the Motion of Defendants Michael J. Hanson (“Hanson”) and Ernie J. Kindt (“Kindt”) for Leave to File a Dispositive Motion.

2. Attached hereto as Exhibit A is a true and correct copy of the Order Denying Hanson & Kindt’s Motion To Dismiss, entered on the United States District Court for the District of Montana docket on or about April 1, 2005 [Docket No. 25], and entered on this Court’s docket on July 18, 2005 [Docket No. 55].

3. Attached hereto as Exhibit B is a true and correct copy of the Order Denying Hanson & Kindt’s Motion For Summary Judgment, entered on the United States District Court for the District of Montana docket on or about January 27, 2005 [Docket No. 22], and entered on this Court’s docket on July 18, 2005 [Docket No. 55].

4. Attached hereto as Exhibit C is a true and correct copy of Hanson and Kindt's Memorandum in Support of the Motion to Dismiss, entered on the United States District Court for the District of Montana docket on or about July 9, 2004 [Docket No. 5], and entered on this Court's docket on July 18, 2005 [Docket No. 52].

5. Attached hereto as Exhibit D is a true and correct copy of Hanson and Kindt's Reply Brief in Support of the Motion to Dismiss, entered on the United States District Court for the District of Montana docket on or about August 20, 2004 [Docket No. 13], and entered on this Court's docket on July 18, 2005 [Docket No. 53].

6. Attached hereto as Exhibit E is a true and correct copy of Hanson and Kindt's Brief in Support of Motion for Summary Judgment, entered on the United States District Court for the District of Montana docket on or about August 20, 2004 [Docket No. 15], and entered on this Court's docket on July 18, 2005 [Docket No. 53].

7. Attached hereto as Exhibit F is a true and correct copy of Hanson and Kindt's Reply Brief in Support of Motion for Summary Judgment, entered on the United States District Court for the District of Montana docket on or about September 27, 2004 [Docket No. 21], and entered on this Court's docket on July 18, 2005 [Docket No. 55].

8. Attached hereto as Exhibit G is a true and correct copy of the Answer of Defendants Hanson and Kindt to Plaintiff's Complaint, entered on the United States District Court for the District of Montana docket on or about April 21, 2005 [Docket No. 27], and entered on this Court's docket on July 18, 2005 [Docket No. 59].

9. Attached hereto as Exhibit H is a true and correct copy of Paul, Hastings, Janofsky & Walker LLP's Brief in Support of Motion for Judgment on the Pleadings, entered on this Court's docket in CA No. 04-1256 on March 31, 2006 [Docket No. 87].

10. Attached hereto as Exhibit I is a true and correct copy of Paul, Hastings, Janofsky & Walker LLP's Reply Brief in Support of Motion for Judgment on the Pleadings, entered on this Court's docket in CA No. 04-1256 on June 2, 2006 [Docket No. 94].

11. Attached hereto as Exhibit J is a true and correct copy of a letter from counsel for NorthWestern Corporation to the Honorable Joseph J. Farnan, Jr. dated October 17, 2006, entered on this Court's docket in CA No. 04-1494 on October 17, 2006 [Docket No. 91].

I declare under the penalty of perjury under the laws of the United States that the above statements are true and correct.

Dated: New York, New York  
February 15, 2007

By: /s/ John W. Brewer  
John W. Brewer

**CERTIFICATE OF SERVICE**

I hereby certify that on this 15<sup>th</sup> day of February, 2007, I served by hand delivery and electronic filing the DECLARATION OF JOHN W. BREWER using CM/ECF which will send notification of such filing(s) to the following:

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I also certify that, on this 15<sup>th</sup> day of February, 2007, I served the aforementioned document, by e-mail and Federal Express, upon the following participants:

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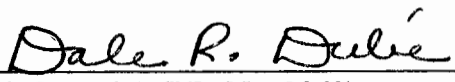
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